



DISCIPLINARY DECISION

Cboe Exchange, Inc.

File No. URE-153-01

Belvedere Trading LLC

Pursuant to Exchange Rule 13.3, attached to and incorporated as part of this Decision is a Letter of Consent.

Applicable Rules

- Cboe Rules 8.2 – Adherence to Law and 8.16 – Supervision.
- Rule 14e-4 – Prohibited Transactions in Connection with Partial Tender Offers, promulgated under the Securities Exchange Act of 1934, as amended.

Sanction

A censure, a monetary fine in the amount of \$7,500 and disgorgement in the amount of \$644.53.¹

Effective Date

May 2, 2023

/s/ Greg Hoogasian

Greg Hoogasian, CRO, EVP

¹ This settlement relates to other settlements the Firm reached with Cboe C2 Exchange, Inc., Cboe BZX Exchange, Inc., and Cboe EDGX Exchange, Inc. The total monetary fine for settlement of these matters was \$30,000 and the total disgorgement was \$2,578.10.

Cboe Exchange, Inc.
LETTER OF CONSENT
File No. URE-153-01

In the Matter of:

Belvedere Trading LLC
10 S Riverside Plaza, Suite 2100
Chicago, IL 60606,

Subject

Pursuant to the provisions of Cboe Exchange, Inc. (“Cboe” or the “Exchange”) Rule 13.3 – Expedited Proceeding, Belvedere Trading LLC (the “Firm”) submits this Letter of Consent for the purpose of proposing a settlement of the alleged rule violations described below.

The Firm neither admits nor denies that violations of Exchange Rules or the Securities Exchange Act of 1934, as amended (“Exchange Act”) rules have been committed, and the stipulation of facts and findings described herein do not constitute such an admission.

BACKGROUND

1. During all relevant periods herein, the Firm was acting as a registered Broker-Dealer and was an Exchange Trading Permit Holder. The Firm’s registrations remain in effect.
2. This matter originated from an investigation conducted by Exchange Regulatory staff on behalf of Cboe and other exchanges¹ to determine the Firm’s compliance with Rule 14e-4, promulgated under the Exchange Act, in connection with the partial tender offer for Corcept Therapeutics Incorporated (“CORT”).

VIOLATIVE CONDUCT

Applicable Rules

3. During all relevant periods herein, the following rules were in full force and effect: Exchange Rules 8.2 – Adherence to Law and 8.16 – Supervision; and Rule

¹ Cboe C2 Exchange, Inc. (“C2”), Cboe BZX Exchange, Inc. (“BZX”), and Cboe EDGX Exchange, Inc. (“EDGX”).

14e-4 – Prohibited Transactions in Connection with Partial Tender Offers,
promulgated under the Exchange Act.

4. During all relevant periods herein, Exchange Rule 8.2 provided, in relevant part, that “[n]o Trading Permit Holder shall engage in conduct in violation of the Securities Exchange Act of 1934, as amended, rules or regulations thereunder...”
5. During all relevant periods herein, Exchange Rule 8.16 provided that “[e]ach Trading Permit Holder shall establish, maintain, and enforce written supervisory procedures, and a system for applying such procedures, to supervise the types of business in which the Trading Permit Holder engages and to supervise the activities of all associated persons. The written supervisory procedures and the system for applying such procedures shall reasonably be designed to prevent and detect violations of applicable securities laws and regulations, and applicable Exchange rules.”
6. During all relevant periods herein, Exchange Act Rule 14e-4(b) provided, in relevant part, that “[i]t shall be unlawful for any person acting alone or in concert with others, directly or indirectly, to tender any subject security in a partial tender offer: (1) For his own account unless at the time of tender, and at the end of the proration period or period during which securities are accepted by lot (including any extensions thereof), he has a net long position equal to or greater than the amount tendered in: (i) The subject security and will deliver or cause to be delivered such security for the purpose of tender to the person making the offer within the period specified in the offer; or (ii) An equivalent security and, upon the acceptance of his tender will acquire the subject security by conversion, exchange, or exercise of such equivalent security to the extent required by the terms of the offer, and will deliver or cause to be delivered the subject security so acquired for the purpose of tender to the person making the offer within the period specified in the offer...”

Over-Tender in CORT

7. On or about December 15, 2021, the Firm failed to account for its relevant in-the-money short call options positions when determining its “net long position” pursuant to Exchange Act Rule 14e-4, and as a result tendered 5,163 shares for the partial tender offer in CORT in excess of its net long position.
8. The acts, practices, and conduct described in Paragraph 7 constitute violations of Exchange Rule 8.2 and Exchange Act Rule 14e-4 by the Firm, in that the Firm tendered shares for the partial tender offer in CORT in excess of the Firm’s net long position.

Written Supervisory Procedures

9. From on or about November 8, 2021 through on or about June 28, 2022, the Firm did not have any supervisory system, including Written Supervisory Procedures, related to or designed to achieve compliance with Exchange Act Rule 14e-4.
10. The acts, practices, and conduct described in Paragraph 9 constitute violations of Exchange Rule 8.16 by the Firm, in that the Firm failed to establish, maintain, and enforce Written Supervisory Procedures, and a system for applying such procedures, reasonably designed to prevent and detect violations of Exchange Act Rule 14e-4.

SANCTIONS

11. The Firm does not have any prior relevant disciplinary history.
12. In light of the alleged rule violations described above, the Firm consents to the imposition of the following sanctions:
 - a. A censure;
 - b. A monetary fine in the amount of \$7,500; and
 - c. Disgorgement in the amount of \$644.53.²

If this Letter of Consent is accepted, the Firm acknowledges that it shall be bound by all terms, conditions, representations, and acknowledgements of this Letter of Consent, and, in accordance with the provisions of Exchange Rule 13.3, waives the right to review or to defend against any of these allegations in a disciplinary hearing before a Hearing Panel. The Firm further waives the right to appeal any such decision to the Board of Directors, the U.S. Securities and Exchange Commission, a U.S. Federal District Court, or a U.S. Court of Appeals.

The Firm waives any right to claim bias or prejudgment of the Chief Regulatory Officer (“CRO”) in connection with the CRO’s participation in discussions regarding the terms and conditions of this Letter of Consent, or other consideration of this Letter of Consent, including acceptance or rejection of this Letter of Consent.

The Firm agrees to pay the monetary sanctions upon notice that this Letter of Consent has been accepted and that such payments are due and payable. The Firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanctions imposed in this matter.

² This settlement relates to other settlements the Firm reached with C2, BZX, and EDGX. The total monetary fine for settlement of these matters was \$30,000 and the total disgorgement was \$2,578.10.

The Firm understands that submission of this Letter of Consent is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the CRO, pursuant to Exchange Rule 13.3. If the Letter of Consent is not accepted, it will not be used as evidence to prove any of the allegations against the Firm.


The Firm understands and acknowledges that acceptance of this Letter of Consent will become part of its disciplinary record and may be considered in any future actions brought by the Exchange or any other regulator against the Firm.

The Firm understands that it may not deny the charges or make any statement that is inconsistent with the Letter of Consent. The Firm may attach a Corrective Action Statement to this Letter of Consent that is a statement of demonstrable corrective steps taken to prevent future misconduct. Any such statement does not constitute factual or legal findings by the Exchange, nor does it reflect the views of the Exchange or its staff.

The undersigned, on behalf of the Firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this Letter of Consent and has been given a full opportunity to ask questions about it; that it has agreed to the Letter of Consent's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein, has been made to induce the Firm to submit it.

Date: 4/25/2023

Belvedere Trading LLC

By: _____

Name: Daniel Hoban

Title: Chief Compliance Officer